GALLAHER LIMITED

INCORPORATED IN NORTHERN IRELAND

65 KINGSWAY · LONDON · WC2B 6TG

TELEPHONE: 01-242 1290

TELEGRAMS: GALTOBAC LONDON WC2 · TELEX: 25505

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November 15, 1979

Mr. Julian Doyle,
Secretary General,
ICOSI,
Rue Montoyer 10,
B-1040, Brussels, Belgium.

REÇU le
NOV 1979
Rép:.....

Dear Julian,

I have now made a first stab at re-drafting the ICOSI Charter to give effect to the changes agreed at Scottsdale and also to try and tidy up one or two other aspects of the Charter.

I enclose a copy of the re-draft and am also sending Sam Witt copies of the re-draft and of this letter.

The alteration to provide that a member company be chairman of the board of governors seems to me to be clumsy particularly as member companies are not themselves members of the board of governors. I think it would be more appropriate if the chairman of the board came from each company in rotation and was nominated by each company in turn from the two governors representing that company. At present under Article 11, I have provided for chairmanship to change on April 1 each year but on reflection you might think it more appropriate for the chairmanship to change in accordance with ICOSI's year which ends on December 31.

We have previously discussed the provisions of Article 23 in the present Charter and in particular that the general meeting has exclusive power to approve budgets and accounts. Article 24 provides for the general meeting to be held in the first semester of the calendar year and Article 34 that the financial year of the association ends on December 31. It seems inappropriate for budgets to be approved once the financial year has commenced and yet at the same time it seems right that the general meeting should take place in the six months following the end of the financial year. I suggest that the problem may be overcome by removing from the general meeting the power to approve budgets and giving that power to the board of governors. I have accordingly inserted at the end of the first sentence of Article 9 that the membership fee is to be determined by the board of governors "in accordance with budgets approved by them".

I would draw your attention to some of the amendments as follows:-

Article 2, second paragraph

I am deleting the words "of the tobacco sector" in the fourth line of the present Article as I find it difficult to find their relevance unless it is to preclude the association from representing its members before professional organisations which are not "of the tobacco sector". I do not believe ICOSI should be limited in this way.

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Source: https://www.industrydocuments.ucsf.edu/docs/pxgk0000

Article 2, fourth paragraph

This paragraph is entirely new and was suggested by Chris Jones of Imperial to make it quite clear that ICOSI is not concerned in making medical judgments. I understand that he has spoken to Ed Jacob and Don Hoel who had no immediate objection in principle but will no doubt wish to consider the wording more carefully.

Article 9

I have deleted the last sentence of this Article as it seems unnecessary and would no doubt be incorrect if we ever have associate members paying a lower fee than full members.

Article 12

The present Charter provides for the nomination of alternate governors. I have retained this provision although as each full member will now have two governors it may not be essential.

Article 13

This provides for the working committees to report their findings to the board of governors through the Secretary General.

Article 14 (presently Article 19) provides that the Secretary General may be a member of the board of governors although I think it unlikely that a member of the board will ever be appointed Secretary General bearing in mind the manner in which the members of the board are themselves appointed. I have retained this provision.

Article 19 (presently Article 24) provides for general meetings to be called at the request of one-fifth of the members. As associate members do not have votes, I have amended this to provide that the members calling the meeting must be full members.

Article 19

I have provided for general meetings to be held "in Switzerland or in another country" similar to the provision for the board of governors in Article 12. We will need to check whether it is permissible for a Swiss association to hold its general meetings outside Switzerland.

Article 20 (presently Article 25)

Provision has been included for consent resolution of the members. As I have drafted the amendments to the Charter, I have not included provision for consent resolutions in respect of the matters dealt with in Article 21 (presently Article 26).

Article 27 (presently Article 32) provides for outside services to be engaged by the secretariat under the direction of the board of governors and committees. There may be some inconsistency here with Article 13 where committees report through the Secretary General and I would be interested in the views of Sam and yourself.

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Source: https://www.industrydocuments.ucsf.edu/docs/pxgk0000

Article 30 repeats Article 35 in the Charter but I am not clear as to the reference to "forms prescribed for the modifications of the Charter not relating to those pertaining to the purpose clause" as I am unable to find in the present Charter different provisions for the alteration of the purpose clause. You may be able to see something which so far has eluded me.

Any comments you or Sam may have on any of the amendments or proposals for additional amendments would be very welcome. I have no pride of authorship and indeed Sam had already made the important alterations before we met in Brussels.

Yours sincerely,

C.T. Fielden
Group Solicitor

Enc.

c.c. Mr. S.B. Witt III

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Source: https://www.industrydocuments.ucsf.edu/docs/pxgk0000